

# ClearDebt Group plc

*(a company incorporated in England and Wales with company number 02441375)*

## **NOTICE OF ANNUAL GENERAL MEETING**

*To the holders of Ordinary Shares and, for information purposes only, to the holders of Share Options and Warrants*

Dear Shareholder,

The Company has today announced that it will convene its Annual General Meeting at 12 noon on 12 December 2008 at Nelson House, Park Road, Timperley, Cheshire, WA14 5BZ. The notice of this meeting (the "**Notice**") is enclosed within this document.

The purpose of certain of the resolutions contained within the Notice is to maintain the authority and empower the directors of the Company (the "**Directors**") to allot equity securities for the purposes of and pursuant to section 80(1) and section 95(1) of the Companies Act 1985. The nominal value of the securities that may be allotted pursuant to the resolutions represents the normal authority levels likely to be required by the Directors for the running of the business of the Company.

Yours faithfully

Gerry Carey FCIB  
Chairman

**BY ORDER OF THE BOARD**  
**DAVID EMANUEL MERTON MOND**  
  
**COMPANY SECRETARY**  
**CLEARDEBT GROUP PLC**

**REGISTERED OFFICE:**  
Nelson House, Park Road, Timperley,  
Cheshire WA14 5BZ  
18 November 2008

# ClearDebt Group plc

*(a company incorporated in England and Wales with company number 02441375)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of ClearDebt Group plc (the "**Company**") (the "**Meeting**") will be held at Nelson House, Park Road, Timperley, Cheshire, WA14 5BZ on 12 December 2008 at 12 noon for the following purposes:

### ORDINARY BUSINESS

- 1 To receive and consider the audited accounts for the financial year ended 30 June 2008 and the reports of the directors and auditors therein.
- 2 To re-elect Gerald Carey, who is retiring by rotation in accordance with article 113 of the Company's articles of association, as a director of the Company and who, being eligible offers himself for re-election as a director.
- 3 To reappoint Baker Tilly UK Audit LLP as auditors of the Company and to authorise the directors to fix their remuneration.
- 4 To approve the directors' remuneration report that was contained and circulated within the annual report and accounts for the financial year ended 30 June 2008.
- 5 To consider and, if thought fit, pass the following resolution numbered 5 which will be proposed as an ORDINARY RESOLUTION:

**"THAT** in substitution for any and all authorities previously conferred upon the directors of the Company for the purposes of and pursuant to section 80(1) of the Companies Act 1985 (the "**Act**"), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £2,028,573 to such persons at such times and upon such terms as they may determine (subject always to the articles of association of the Company) provided that this power and authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or on the date which is 6 months after the next accounting reference date of the Company (if earlier) and provided further that the Company may before the expiry of the authority make any offer, agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired."

## **SPECIAL BUSINESS**

- 6 To consider and, if thought fit, to pass the following resolution numbered 6 which will be proposed as a SPECIAL RESOLUTION:

"THAT subject to the passing of resolution 5 above, for the purposes of and pursuant to section 95(1) of the Act, the directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority and power conferred by the resolution numbered 5 in this notice of meeting as if section 89(1) of the Act did not apply to any such allotment provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 6 months after the next accounting reference date (if earlier) and provided further that this authority and power shall be limited to:

- 6.1 the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly proportionate as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions as the directors of the Company may deem necessary or expedient to deal with fractional entitlement or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory) to the respective numbers of ordinary shares held by them; and
- 6.2 the allotment (otherwise than pursuant to sub-paragraphs 6.1 above) of equity securities up to an aggregate nominal amount of £609,180 representing approximately 10% of the current issued share capital of the Company.

**BY ORDER OF THE BOARD**  
**DAVID EMANUEL MERTON MOND**  
**COMPANY SECRETARY**  
**CLEARDEBT GROUP PLC**

**REGISTERED OFFICE:**  
Nelson House, Park Road, Timperley  
Cheshire WA14 5BZ  
18 November 2008

## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:**

### **ENTITLEMENT TO ATTEND AND VOTE**

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register of members at 12 noon on 10 December 2008, or if the Meeting is adjourned at 12 noon on the day two days prior to the adjourned Meeting, shall be entitled to attend or vote to attend or vote at the Meeting in respect of the number of shares registered in their name at the time. Changes in the register of members after 12 noon on 10 December 2008 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

### **APPOINTMENT OF PROXIES**

- 2 A member of the Company at the time set out in note 1 above is entitled to appoint a proxy to exercise all or any of that member's rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. A member can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 A proxy does not need to be a member of the Company but must attend the Meeting. Details of how to appoint the Chairman of the Meeting, or another person, as a proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 A member may appoint more than one proxy provided each proxy is entitled to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. Members wishing to appoint more than one proxy should contact the Company's registrars, Neville Registrars, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA (the "**Company's Registrars**"). Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointments being invalid.
- 5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, a proxy will vote or abstain from voting at his or her discretion. A proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **APPOINTMENT OF A PROXY USING HARD COPY PROXY FORM**

- 6 The notes to the proxy form explain how a member may direct a proxy on how to vote on each resolution or withhold their vote.
- 7 To validly appoint a proxy using the proxy form, the form must be completed, signed and deposited at the office of the Company's Registrars no later than 12 noon on 10 December 2008. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **APPOINTMENT OF PROXIES THROUGH CREST**

- 8 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 9 In order for a proxy appointment made by CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is R023) by the specified time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this

connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 11 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **CHANGING PROXY INSTRUCTIONS**

- 12 A member may change his or her proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off for receipt of proxy appointments (see above) also apply in relation to amended instructions, and amended proxy appointment received after the relevant cut-off time will be disregarded.
- 13 Where a member has appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrar.
- 14 Where a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **TERMINATION OF PROXY APPOINTMENTS**

- 15 In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating his or her intention to revoke a proxy appointment to Neville Registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 16 The revocation notice must be received by the Company's Registrars by no later than 06.00am on 12 December 2008.
- 17 If a member attempts to revoke a proxy appointment but the revocation is received after the time specified then, subject to paragraph 18 below, the proxy appointment will remain valid.
- 18 Appointment of a proxy does not preclude a member from attending the Meeting and voting in person. If a member has appointed a proxy and attends the Meeting in person, that member's proxy appointment will automatically be terminated.

#### **CORPORATE REPRESENTATIVES**

- 19 Any corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.
- 20 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend and that designated corporate representative will vote on a poll. The other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure.

#### **DOCUMENTS ON DISPLAY**

- 21 Copies of the Directors' contracts of service with the Company, will be available for inspection during normal business hours on any weekday at the registered office of the Company from the date of this notice until the Meeting and on the day of the Meeting at the place of the Meeting from 15 minutes prior to its commencement until its conclusion.

#### **COMMUNICATION**

- 22 Except as provided above, members who have general queries about the Meeting should contact Neville Registrars in writing (no other methods of communication will be accepted).
- 23 A member may not use any electronic address provided in this notice of annual general meeting or provided in any related documents (including the chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

**CLEARDEBT GROUP PLC  
PROXY FOR USE AT ANNUAL GENERAL MEETING**

Please insert I/We.....

full name (Please use block letters)

and address of.....

being member(s) of ClearDebt Group plc ("**Company**"), hereby appoint the chairman of the annual general meeting (the "**AGM**" or "**Meeting**") or (see note 1)

as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the AGM of the Company to be held at Nelson House, Park Road, Timperley, Cheshire, WA14 5BZ on 12 December 2008 at 12 noon and at any adjournment thereof.

Please mark this box to indicate that this proxy appointment is one of multiple appointments being made (see note 2).

I/we request such proxy to vote on the following resolutions as mentioned below (see note 2).

<b>ORDINARY BUSINESS</b>		<b>For</b>	<b>Against</b>	<b>Withheld</b>
1	To receive and consider the audited accounts for the year ended 31 March 2008.			
2	To re-elect Gerald Carey as a director.			
3	To reappoint Baker Tilly UK Audit LLP as auditors of the Company and to authorise the directors to fix their remuneration.			
4	To approve the directors' remuneration report.			
5	To authorise the directors to allot relevant securities (for the purposes of and pursuant to section 80 (1) of the Companies Act 1985 (the " <b>Act</b> ") in the circumstances set out in the notice of the Meeting.			
<b>SPECIAL BUSINESS</b>				
6	To authorise the directors of the Company to allot equity securities for cash otherwise than on a pre-emptive basis in the circumstances as set out in the notice of the Meeting.			

Signature ..... (see note 4) Dated this ..... day of .....2008

Joint holders (if any) (see note (6))

Name ..... Name .....

**NOTES:**

- (1) If you wish to appoint some other person as your proxy please insert his/her name and address, initial and strike out the words "the chairman of the annual general meeting (the "**AGM**)". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
- (2) You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (3) Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether to vote and, if so, how he/she will vote unless instructed otherwise. The proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions).
- (4) This form of proxy must, in the case of an individual, be signed by the appointor or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with section 40 thereof.
- (5) To be valid this form of proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time appointed for the meeting, or adjourned meeting at which it is to be used.
- (6) In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- (7) Any alteration in this form of proxy must be initialled by the person in whose hand it is signed or executed.
- (8) As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, only those persons whose names are entered on the register of the Company at 12 noon on 10 December 2008 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.